

Attachment I

KING & SPALDING

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December 16, 2020

VIA FIRST-CLASS MAIL AND E-MAIL

Gary E. Gans
Quinn Emanuel Urquhart & Sullivan, LLP
865 South Figueroa Street, 10th Floor
Los Angeles, California 90017-2543

*Counsel for Emigrant Bank and
Pacific Mercantile Bank*

Ms. Anna Bagdasarian
SVP, Group Manager
Preferred Bank
600 California Street, Suite 550
San Francisco, CA 94108-2729

Re: Indemnification Notice Arising Out of the Amended and Restated Revolving Credit and Term Loan Agreement (Our Alchemy, LLC, as Borrower)

Dear Mr. Gans and Ms. Bagdasarian:

We write on behalf of our client SunTrust Bank now Truist Bank (“SunTrust”), in its role as Administrative Agent under the Amended and Restated Revolving Credit and Term Loan Agreement dated July 9, 2015, pursuant to which Our Alchemy, LLC (“Our Alchemy”) as “Borrower” obtained a \$59.5 million revolving credit and term loan facility from the Lenders.

As you are aware, in connection with the Our Alchemy bankruptcy proceedings, the Trustee has instituted an adversary proceeding against certain third parties, styled *Miller v. ANConnect, LLC, et al.*, No. 18-ap-50633 (Bankr. D. Del.) (“Adversary Action”). The Trustee recently served two subpoenas duces tecum seeking documents from SunTrust in the Adversary Action. The subpoenas are identical, except that one is directed to Truist Bank, as successor in interest to SunTrust Bank, and the other is directed to SunTrust Robinson Humphrey, Inc. n/k/a Truist Securities. Copies of the subpoenas are enclosed.

We intend to work cooperatively with the Trustee to minimize the expenses associated with responding to the subpoenas and may seek reimbursement for any costs and fees incurred in connection with these subpoenas. Please accept this notice, under Section 10.3(d) of the Amended and Restated Credit Agreement, of SunTrust’s intent to seek indemnification from the Lenders for their pro rata share of SunTrust’s expenses including attorney’s fees incurred in responding to Requests No. 2 contained in the subpoenas, which seek documents “reviewed or created by SunTrust Bank related to Millennium Entertainment, LLC, Our Alchemy, LLC, or the acquisition of certain assets from ANConnect from 4/1/14 through 7/1/16”—i.e., the documents SunTrust Bank would have reviewed or created in its role as Administrative Agent.

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Thank you for your attention to this matter.

Sincerely,

David Tetrick

cc: SunTrust Bank now Truist Bank
Corey Worcester (coreyworcester@quinnmanuel.com)
Sage Vanden Heuvel (sagevandenheuvel@quinnmanuel.com)
Peter Isajiw (pisajiw@kslaw.com)
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(Enclosure)